# UNTOLD TALES of SPIDER-MAN®

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MARVEL® COMICS

'97

Guest-Starring:

## DARN NEAR EVERYBODY!

*Featuring*

- UNTOLD TALES YOU'LL NEVER SEE!
- FRED HEMBECK'S LI'L PETEY!
- THE GALLERY OF VILLAINS!

*And* **MORE!**

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## DARN NEAR EVERYBODY!

TOM LYLE 97
R. O. JONES

Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

# STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

SUNRISE, IN LOWER MANHATTAN...

SO YOU SEE, MARY, USING ***PHOTOSYNTHESIS,*** THE LEAF'S CELLS CAPTURE ENERGY FROM THE ***SUNLIGHT*** --

-- AND USE IT TO MANUFACTURE STARCHES, SUCROSE AND OTHER CARBO-HYDRATES, TO HELP IT ***GROW.***

PHOTOSYNTHESIS IS TRULY AN ***AMAZING*** PROCESS. WITHOUT IT, WE WOULDN'T HAVE ANY ***FOOD,*** OR OXYGEN -- OR EVEN COAL, OIL OR ***GAS!***

THAT'S ***GREAT,*** Dr. LOWELL.

IN OTHER WORDS, I'M ***BORING*** YOU. FORGIVE ME -- I TEND TO GET CAUGHT UP IN MY ***WORK.***

HOW'S YOUR ***SPIDER-PLANT*** COMING ALONG?

WELL, I ***TRANSPLANTED*** IT, Dr. LOWELL -- BUT IT'S NOT AS HEALTHY AS ***THIS*** --

***DAVID PATRICK LOWELL!*** STOP MESSING AROUND WITH THOSE PLANTS ***RIGHT NOW*** AND GET DOWN OFF THAT ***ROOF!*** YOU'LL BE LATE FOR ***WORK!***

***SIGH!*** I'VE GOT TO ***GO,*** MARY. I MIGHT BE ***LATE,*** THOUGH -- COULD YOU WATER THE ***PLANTS*** FOR ME THIS EVENING?

YOU CAN COUNT ON ***ME,*** Dr. LOWELL!

AND I'LL BRING OVER MY SPIDER-PLANT--SO WHEN YOU GET BACK, YOU CAN SEE HOW IT'S DOING!

I'LL LOOK FORWARD TO ***SEEING*** IT!

***BUT AS Dr. DAVID PATRICK LOWELL DESCENDS TO HIS APARTMENT, HIS SMILE VANISHES --***

***-- AND WHEN HE LEAVES FOR WORK, HIS FACE HAS FALLEN EVEN FURTHER.***

***JUST WHO IS THIS MEEK LITTLE MAN -- AND WHAT DOES HE HAVE TO DO WITH THE EVER-AMAZING SPIDER-MAN?***

***YOU'RE IN LUCK, EFFENDI! ALL YOU HAVE TO DO TO FIND OUT -- IS TURN THE PAGE!***

# IT'S ALWAYS DARKEST...

A FEW HOURS LATER, AT THE MANHATTAN OFFICES OF OSBORN CHEMICAL...

NO! YOU WON'T STOP ME! I'LL CRUSH YOU ALL, IF I HAVE TO -- BUT I WON'T BE IGNORED!

BAM BAM

KRASH

...OUR HARRIED HERO IS SWINGING ALONG WITHOUT A CARE IN THE WORLD --

-- OR AT LEAST, WITH AS LITTLE CARE AS A HARD-LUCK HARRY LIKE HIM CAN MUSTER, WHEN --

AN EXPLOSION -- GUNSHOTS -- AND A *GLOWING MAN* UTTERING *THREATS!* SO MUCH FOR A QUIET MORNING'S *WEB-SLINGING* --

-- IT LOOKS LIKE *SHOW-TIME* FOR *OL' SPIDEY!*

A

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*SPECIAL THANKS TO ROGER STERN CO-CREATOR OF SUNDOWN -- AND WRITER OF PART 2 OF THIS LITTLE TWO-BOOK SET!*

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YES, SHARP-EYED READERS -- THAT IS Dr. LOWELL, THOUGH HE'S CERTAINLY CHANGED, HASN'T HE?

I'VE GOT... POWER!

POWER ENOUGH TO TAKE WHAT'S RIGHTFULLY MINE -- TO MAKE THEM ALL PAY!

THE ONLY QUESTION IS... HOW?

BUT Ah-Ah -- LET'S NOT GET AHEAD OF POOR SPIDEY! HE'S STILL WORKING ON "WHO?"!

LOOKS LIKE THERE'S A NEW SUPER-VILLAIN IN TOWN -- AND THAT SPELLS CRIME PHOTOS, AND A NICE CHECK FOR PETER PARKER!

FIRST, I'LL SET UP MY TRUSTY AUTOMATIC CAMERA, AND THEN --

-- A LITTLE JUDICIOUS APPLICATION OF MY WONDROUS WEB-SHOOTERS --

WH-WHAT --?!

THWIPP

-- AND HE'S BACK IN CAMERA RANGE!

HI THERE, CRACKLY! I'M WITH THE WELCOME WAGON FOR THE SUPER-HUMAN AND SUB-LEGAL --

-- AND I'M SORRY, BUT I'M FRESH OUTTA FRUIT BASKETS!

BUT I TELL YOU WHAT -- WHY DON'T YOU RANT AND RAVE A LITTLE ABOUT YOUR NAME AND YOUR MOTIVES --

-- JUST TO GET THIS LITTLE DONNYBROOK STARTED OFF RIGHT!

NO!

UHH!

WKAM

YOU'RE LIKE ALL OTHERS -- YOU WANT TO HURT ME, HOLD ME BACK! WELL, YOU WON'T SUCCEED!

Ah, THE *ENIGMATIC* APPROACH! WELL, THAT'S OKAY -- 'CAUSE WE'VE GOT A *BIG APPLE SUPER-VILLAIN* WELCOME PLAN FOR YOUR NEEDS, TOO!

HE'S FASTER THAN I *THOUGHT* -- STRONG, TOO! THIS WON'T BE *EASY!*

*CLOUDING UP* ALL OF A SUDDEN, TOO!

WH --?! I SAID --

I HOPE IT DOESN'T *RAIN* -- -- I'D HATE TO HAVE TO SWING ALL THE WAY BACK TO FOREST HILLS IN A *SOAKED COSTUME!*

SHRACK

--NO!

WOW, DID I SAY *"STRONG?"*

KZAK

I RECOGNIZE YOU! YOU'RE *SPIDER-MAN!* BUT I'LL STOP YOU FROM HOUNDING ME -- *WHATEVER IT TAKES!*

TRY *"MEGA-STRONG!"* AND THE WAY HE'S THROWING THAT ENERGY AROUND, I COULD BE IN SOME *SERIOUS* --

Huh? *MISSED?*

NOT *BAD*, TALL-DARK-AND-VIOLENT! BUT YOU'VE GOT TO DO BETTER THAN THAT TO --

M-MY *SPIDER-SENSE!* WARNING ME OF --

Oh, *NO!*

KRMMBL

*AS WE ALL KNOW, THE BITE OF A **RADIOACTIVE SPIDER** GAVE SPIDER-MAN THE PROPORTIONAL **SPEED** AND **STRENGTH** OF A SPIDER!*

*BUT IT TAKES ALL THAT SPEED FOR SPIDEY TO GET OUT OF THE WAY OF THE FALLING **STORAGE TANK** --*

-- AND EVEN SO --

SPOOSH

GREAT -- JUST *GREAT!* WHAT WAS I JUST SAYING ABOUT HOPING IT DIDN'T *RAIN* --?

*THE CONTENTS OF THE TANK -- HUNDREDS OF GALLONS -- POUR DOWN ON SPIDEY --*

FLOOSH

WOULDN'T YOU *KNOW* IT? HE SOAKS ME, THEN *FLIES OFF* --

-- TOO FAST FOR ME TO *CATCH UP* TO HIM/ WELL, BUSTER, IF YOU THINK I'M OUT OF THE *PICTURE*, YOU'VE GOT ANOTHER --

-- ANOTHER --

-- *EUH!*

WHAT *IS* THIS STUFF?/ IT SMELLS LIKE -- IT SMELLS LIKE --

OF ALL THE *CRUMMY* --/ HE DOUSED ME IN SOME KINDA *CHEMICAL WASTE!*

AND WITH *MY* LUCK, IT'S PROBABLY *TOXIC*, TOO!

WHAT A *LIFE*. NO WAY TO GO *AFTER* THE GUY, NO IDEA WHO HE *IS* --

-- AND NOW I STINK TO *HIGH HEAVEN* AND HAVE TO GO HOME AND TAKE A *SHOWER!*

OTHER SUPER HEROES CAN'T HAVE IT *THIS* BAD/ THEY JUST *CAN'T!*

-- *AND THEN* --

BUT NINETY MINUTES LATER, IN THE QUIET SUBURBAN NEIGHBORHOOD OF FOREST HILLS, QUEENS, OUR HERO'S FEELING MUCH BETTER --

-- OR, AT THE VERY LEAST, SMELLING THAT WAY!

AHH! NOTHING LIKE A GOOD LONG SHOWER TO IMPROVE THE SPIRIT, THAT'S WHAT I ALWAYS SAY! AND WHAT'S MORE...

-- SINCE THERE'S **NO SCHOOL** TODAY, I'M GONNA **TREAT** MYSELF! TAKE A WELL-DESERVED **BREAK!**

LET SOME **OTHER** HERO GRAB THE GLORY OF NABBING THAT GLOWING GUY -- THE WORLD CAN GET ALONG **WITHOUT** SPIDER-MAN FOR JUST ONE DAY!

Ah, **GOOD MORNING**, PETER! I'D THOUGHT YOU WERE UP AND AROUND ALREADY, BUT I MUST HAVE BEEN MISTAKEN. BIG **PLANS** FOR TODAY?

NOT MUCH, AUNT MAY. I WAS THINKING OF HITTING A FEW **MUSEUMS** -- AND INVITING MY FAVORITE **AUNT** ALONG! WHADDYA SAY?

WELL, I'VE GOT THIS **PIE** TO FINISH FOR THE CHURCH BAKE SALE --

-- AND THEN I WAS PLANNING TO GO SHOPPING WITH **ANNA WATSON**, TO HELP HER FIND A **BIRTHDAY PRESENT** FOR HER NIECE, MARY JANE --

-- BUT I SUPPOSE I COULD ASK HER IF WE COULD DO IT **ANOTHER** DAY...

NO, YOU GO AHEAD AND HAVE YOUR **FUN** --

SMEK

-- JUST DON'T LET ME HEAR ABOUT YOU TWO **SKATEBOARDING** IN BENSON'S DEPARTMENT STORE AGAIN, YOUNG LADY!

Oh, **YOU!**

MIGHT AS WELL HEAD FOR THE **BUGLE** -- I'VE GOT THOSE PHOTOS FROM THIS **MORNING** FOR JONAH --

-- AND MAYBE **BETTY'LL** BE ABLE TO GET AWAY FOR AN EARLY **LUNCH!**

LOOKS LIKE THE **WEATHER'S** CLEARED UP -- WHAT A **GORGEOUS** DAY!

**BUT PETER MIGHT NOT BE THINKING SUCH CHEERY THOUGHTS --**

-- IF HE COULD SEE WHAT'S HAPPENING IN MANHATTAN RIGHT NOW...

MY -- MY HEAD -- IT'S ON *FIRE!* WHY CAN'T I *THINK?*

EVERYTHING'S SO -- *HAZY!* AND I FEEL LIKE -- EVERYONE'S *AGAINST* ME! ALL I WANT IS MY *WORK* -- WHY CAN'T THEY JUST LEAVE ME *ALONE?*

AND, BELOW...

MATT, THERE'S A *CURB* COMING UP...

THANKS, KAREN -- BUT I CAN MANAGE IT *MYSELF* -- AND IT'S GOOD *PRACTICE* FOR ME.

YOU'RE A *DOPE,* MATT OL' BOY! WHY, IF A GORGEOUS GAL LIKE KAREN TOOK *MY* ARM, I WOULDN'T *DREAM* OF REFUSING!

WELL, FOGGY, I GUESS THAT'S --

*WAIT!* MY *RADAR SENSE* --

-- REVEALING A *FLYING FIGURE!* AND MY ENHANCED HEARING CAN PICK UP HIS PULSE -- *RACING!* LIKE HE'S ON THE VERGE OF *PANIC!*

Er, WHY DON'T YOU GO ON AHEAD! I JUST REMEMBERED -- I LEFT SOME PAPERS AT THE *OFFICE...*

WELL, IF YOU'RE SURE YOU'LL BE *ALL RIGHT...*

OPEN

BLESS THEIR *HEARTS!*

THEY THINK OF ME AS *HELPLESS!* BUT THEY DON'T KNOW THAT BLIND ATTORNEY *MATT MURDOCK* IS ALSO --

"-- THE ADVENTURER KNOWN AS *DAREDEVIL* -- THE MAN WITHOUT FEAR!"

WHAT'S THE *TROUBLE,* FELLA? YOU WOULDN'T BE PLANNING ANYTHING... *NEFARIOUS,* WOULD YOU?

YOU -- *YOU'RE* AFTER ME, TOO! LIKE *SPIDER-MAN!* BUT I WON'T LET YOU *HURT* ME!

HIS HEARTBEAT -- *SPEEDING UP!* HE'S GOING TO *ATTACK!*

READ THE DAILY BUGLE AND GET THE NEWS!

SORRY, FRANTIC ONE! WE HATE CUTTING AWAY FROM THE ACTION JUST AS MUCH AS YOU DO --

-- BUT THIS IS OL' SPIDEY'S BOOK, AFTER ALL! SO LET'S CHECK IN WITH HIM, AT THE OFFICES OF THE DAILY BUGLE...

WHY, YOU UNGRATEFUL YOUNG --

C'MON, JONAH -- YOU KNOW YOU'RE GOING TO BILL HIM AS "SPIDER-MAN'S MYSTERY ACCOMPLICE" OR SOMETHING. THAT'S WORTH FULL RATE.

WELL...

AND, ONCE THAT'S TAKEN CARE OF...

HIYA, BETTY. SINCE I'M SUDDENLY FLUSH, WHAT DO YOU SAY I TREAT YOU TO LUNCH -- SOMEPLACE WITH CLOTH NAPKINS, EVEN!

I'D LOVE TO, PETER...

...BUT IT'S QUARTERLY BUDGET WEEK, AND I'VE GOT SO MUCH PAPERWORK, I CAN'T POSSIBLY LEAVE. WE'LL BE SENDING OUT FOR SANDWICHES --

-- AND I'LL PROBABLY BE WORKING WELL INTO THE EVENING! I'M SORRY.

WELL, THAT'S JUST GREAT. I TAKE THE DAY OFF, AND FOR ALL THE GOOD IT DOES ME -- I MIGHT AS WELL BE MIXING IT UP WITH DOC OCK OR THE LIZARD!

NOT GREAT, PARKER, BUT NOT BAD. HOWEVER, SINCE YOU DON'T KNOW THE SUBJECT'S NAME -- I'LL ONLY PAY HALF RATE.

I'M A PHOTOGRAPHER, JONAH -- NOT A REPORTER. FULL RATE.

WHAT?! A GLOWING MAN -- BATTLING DAREDEVIL NEAR WALL STREET?!

MISS BRANT!

WHERE'S PARKER?! I NEED A PHOTOGRAPHER -- NOW!

Uh... HE JUST LEFT...

AND, ON THE STREET BELOW...

Hmm. IT'S CLOUDING UP AGAIN. LOOKS LIKE THE STORM'S COMING BACK...

AND IN A WAY, SPIDEY...

-- YOU'RE ABSOLUTELY RIGHT!

I'M NOT GOING TO LET ANYONE *HURT* ME AGAIN! NO MATTER *WHAT* IT TAKES!

KZAK KZAK

WELL, IN *MY* CASE, FELLA -- IT CAN TAKE A *LOT!*

HE'S JUST LASHING OUT *IRRATIONALLY!* SOMETHING'S GOT HIM PARANOID -- AND HE'S TAKING IT OUT ON *ME!*

BUT... *WHAT?*

MEANWHILE, A FEW BLOCKS AHEAD...

"TO MY BIGGEST FAN -- FROM YOUR BIGGEST HERO!"

KZAK KZAK

Huh? LOOKS LIKE A *RUNNING BATTLE* --

-- WITH ENOUGH FIREPOWER TO ENDANGER *INNOCENT LIVES!*

*SORRY,* FELLAS 'N' GALS --

-- BUT I HAVE TO CUT THIS *SHORT* -- WHILE I GET SOMEWHAT *TALLER!*

THAT'S WHAT YOU *WANTED,* RIGHT? IT STRIKES ME AS A TAD *EGOTISTICAL* --

-- BUT ANYTHING FOR A *FAN!*

*THANKS,* GIANT-MAN!

AND DON'T FORGET THE WINSOME WASP, YOUNGSTER -- NOT UNLESS YOU'RE STILL AT THAT *"GIRLS ARE ICKY"* STAGE!

*HENRY PYM!* THIS IS THE SECOND TIME IN A *ROW* YOU'VE SNUBBED YOUR FAN CLUB! YOU'D BETTER BE PLANNING TO MAKE IT *UP* TO THEM!

SURE, JAN -- MAYBE WE CAN INVITE THEM ALONG TO OUR NEXT *HOSPITAL VISIT* OR SOMETHING. BUT FOR NOW --

-- WE'VE GOT *OTHER* BUSINESS TO ATTEND TO!

HOLD *UP* THERE, FELLA! WHY DON'T YOU *SIMMER DOWN* FOR A MINUTE -- AND TELL US WHAT THIS IS ALL ABOUT?

Eh? *GIANT-MAN?!*

*AND* THE WASP!

*NO!* I WILL *NOT* "SIMMER DOWN!"

THAT'S HOW THEY *GET* YOU! HOW THEY *CONTROL* YOU, AND THEN TAKE AWAY EVERYTHING YOU *HAD!*

WELL, *I'M* NOT GOING TO *TAKE* IT -- *NEVER AGAIN!*

Huh? HE'S -- HE'S --

-- *GETTING STRONGER!*

*HA!* THOUGHT YOU COULD JUST *DISMISS* ME, DIDN'T YOU?

WELL --

HE'S NOT JUST GETTING *STRONGER* -- HE'S GETTING *BIGGER,* TOO!

GIANT-MAN -- GET *AWAY* FROM HIM!

-- YOU THOUGHT *WRONG!* YOU *ALL THOUGHT WRONG!*

Ah, IS IT JUST *ME* --

-- OR IS IT GETTING... *COLDER?*

WHAT, DAREDEVIL -- ARE YOU *BLIND?* THE WHOLE *SKY'S* GOING DARK --

-- LIKE HE'S ABSORBING ALL THE LIGHT IN THE *ENTIRE CITY!*

MEANWHILE, AT THE BAXTER BUILDING --

REED...

NOT NOW, SUE! KEEP BLASTING, JOHNNY -- I NEED CONTINUOUS POWER TO THE INPUT GRID, SO I CAN COMPLETE THIS BIO-SCAN OF BEN --

-- IF I'M GOING TO DUPLICATE AND IMPROVE ON THE POTION DIABLO USED TO TURN BEN PARTIALLY HUMAN AGAIN!

I'M SORRY, REED, BEN -- BUT I THINK YOU'LL WANT TO SEE THIS --!

-- AVENGERS MANSION --

HE'S BEEN SCANNING THOSE OLD NEWSREEL FILMS OF BARON ZEMO, CONTINUALLY, ALMOST OBSESSIVELY --

-- LOOKING FOR SOME CLUE THAT'LL ENABLE HIM TO BRING ZEMO TO JUSTICE FOR THE DEATH OF HIS WWII PARTNER, BUCKY!

CAPTAIN AMERICA? SIR? THERE'S SOMETHING OCCURRING OUTSIDE THAT COULD PERHAPS MERIT YOUR ATTENTION...

-- STARK INTERNATIONAL --

THE CITY -- IT'S BEING BLACKED OUT! I'D BETTER INVESTIGATE!

YEAH, IRON MAN -- WHY DON'T YOU DO THAT! IT'LL MAKE A NICE BREAK FROM PRETENDIN' TO LOOK FOR TONY STARK!

HAPPY! DON'T -- DON'T SAY THAT! NOT... WITHOUT PROOF!

IT'S A RELIEF TO GET OUT OF THERE!

HAPPY AND PEPPER SUSPECT ME OF KIDNAPPING TONY STARK --

-- OR WORSE! HOW CAN I ALLAY THEIR FEARS --

-- WITHOUT REVEALING THAT I AM STARK, TRAPPED IN MY OWN ARMOR?

-- THE MEDICAL OFFICES OF Dr. DON BLAKE --

LOOK AT THAT SKY, JANE...

WHATEVER IT IS, DON -- YOU'RE NOT TO WORRY ABOUT IT! YOU'VE BEEN OVERWORKING --

-- AND YOU SHOULDN'T SUBJECT YOURSELF TO MORE STRESS!

I'M SURE YOU'RE RIGHT, JANE. I'LL JUST GO FOR A SHORT WALK --

"-- AND GET SOME *FRESH AIR!*"

I HATED TO DECEIVE JANE THAT WAY, BUT THAT DARKNESS IS *TOO OMINOUS!* I HAD TO GET OUTSIDE, TO TAP MY *ENCHANTED CANE* ON THE ROOF --

-- AND BID *FAREWELL* FOR THE NONCE TO FRAIL DON BLAKE! FOR WHAT DEEDS ARE *DONE* THIS DAY --

-- MUST BE DONE BY THE MIGHTY *THOR, GOD OF THUNDER!*

-- Dr. STRANGE'S *SANCTUM SANCTORUM* --

*ATTEND* ME, WONG!

WHAT *IS* IT, MASTER? WHAT IS *WRONG?*

I SENSE GREAT *FEAR* AND *UNREST* ACROSS THE CITY, MY SERVANT! BUT I AM ENGAGED IN THE *RITUAL OF RAGGADOR* --

-- AND MY BODY CANNOT LEAVE THE *MYSTIC CIRCLE* UNTIL IT IS COMPLETE! THUS, I CHARGE YOU --

-- TO KEEP WATCH OVER MY *PHYSICAL FORM* --

-- WHILE MY *ASTRAL SELF* INVESTIGATES THE DISTURBANCE!

IT SHALL BE *DONE,* MASTER!

*-- AND THE SKIES OVER WESTCHESTER COUNTY --*

I FAIL TO *COMPREHEND,* CYCLOPS --

-- WE'RE UNAWARE IF THIS SITUATION EVEN *INVOLVES* MUTANTKIND! WHY SUCH *CONCERN?*

IN PROFESSOR XAVIER'S *ABSENCE,* BEAST, I'M GROUP LEADER -- SO IT'S UP TO ME TO *MAKE* THAT CALL!

AND I THINK WE SHOULD CHECK IT OUT. EVEN IF THE THREAT *ISN'T* MUTANT-RELATED --

-- OUR HELPING OUT WILL SHOW HUMANITY THAT NOT *ALL* MUTANTS ARE THEIR ENEMIES --

-- AND IN THE LONG RUN, ISN'T THAT THE X-MEN'S *ULTIMATE MISSION?*

AND, UNAWARE OF ALL THIS, IN FOREST HILLS...

IT'S GETTING DARK *HERE*, TOO -- BUT THERE'S NO SIGN OF RAIN! WEIRD...

Hey, THERE'S FLASH AND THE GANG -- NOT MY *FIRST* CHOICE FOR PEOPLE TO HANG OUT WITH --

-- BUT I'M RUNNING OUT OF *OPTIONS*, AND I'D LIKE TO *DO* SOMETHING TODAY! BESIDES, LIZ AND TINY HAVE BEEN FRIENDLY, LATELY --

-- MAYBE IF I GIVE 'EM A *CHANCE*, FLASH AND JASON'LL ACTUALLY BE HUMAN, TOO!

HI, GUYS -- WHAT'S UP?

*HIYA*, PETE!

HI, *PETEY!*

*HMPH!*

*PIPE DOWN*, ALL OF YOU --

-- THE BATTERIES ARE *DYIN'* ON MY RADIO --

-- AN' I'M TRYIN' TO HEAR THIS *NEWS REPORT* ON THE BATTLE...

...BETWEEN THE HEROES AND THIS CLOWN THEY'RE CALLIN' *SUNDOWN* --

A... BATTLE?

*YEP!* SOME GUY'S ABSORBING *LIGHT*, OR SOMETHING! THAT'S WHY IT'S SO *DARK* AROUND HERE!

*SPIDEY* HASN'T TURNED UP, YET -- BUT IT SOUNDS LIKE *EVERYONE ELSE* HAS!

EVERYONE?

THAT'S WHAT I *SAID*, PARKER --

"-- EVERYONE!"

EDITOR'S NOTE: WE COULD FILL THIS PAGE UP WITH SOUND EFFECTS AND DIALOGUE, EXPLAINING JUST WHAT SPELL DOC STRANGE IS USING, AND HOW THE THING'S REBOUNDING OFF SUNDOWN'S ENERGY FIELD AND SO ON, BUT WE FIGURED WHY NOT LET TOM AND BOB STRUT THEIR STUFF UNHAMPERED! SO THAT'S WHAT WE'RE DOING -- ENJOY, TRUE BELIEVER!

Uh... I GOTTA GO! SEE YOU ALL LATER!

LOOK AT HIM ***RUN!*** HE'S EVEN SCARED OF A RADIO REPORT! WHAT A ***PANTY-WAIST!***

***JASON!*** DON'T TALK LIKE --

YOU'RE ***DEFENDIN'*** HIM, LIZ? ***HOW,*** EXACTLY?

WELL, I -- Uh --

I KNOW WHAT THEY MUST ***THINK*** OF ME! BUT I CAN'T HELP IT -- I'VE GOT TO GET ***IN*** THERE!

I KNOW I SAID ***SOMEONE ELSE*** COULD TAKE CARE OF HIM --

-- BUT THAT'S ***GOT*** TO BE THE GUY I FOUGHT THIS MORNING! AND IF HE'S THREATENING THE CITY, I CAN'T SHIRK MY ***RESPONSIBILITY!***

I'VE GOT TO --

-- Oh, ***NO!*** MY ***COSTUME!*** I HAVEN'T ***WASHED*** IT YET -- DIDN'T WANT AUNT MAY TO SEE!

Oh, MAN -- THIS ***STINKS!***

IT'S LIKE PUTTING ON ***WET SOCKS*** -- IF THE SOCKS WERE SOAKED IN ***ROTTEN EGG,*** AND COVERED YOU FROM HEAD TO TOE!

MY SKIN WON'T STOP CRAWLING FOR WEEKS --

-- BUT I'VE GOT NO ***CHOICE!***

I CAN'T BE MUCH HELP AGAINST SUNDOWN ***PHYSICALLY*** -- NOT WITH EVERY HERO IN THE CITY ***TACKLING*** HIM --

-- BUT I KNOW MORE ABOUT HIM THAN ***THEY*** DO --

-- SO MAYBE I CAN HELP BY LOOKING INTO HIS ***BACK-GROUND!***

MEANWHILE...

BY THE BRISTLING BEARD OF ODIN! HE DOTH REPEL ALL OUR ATTACKS! AND HE GROWETH EVER LARGER!

HA! NOT THE PUSHOVER YOU THOUGHT -- Eh, HEROES? I'VE GOT AN UNLIMITED ENERGY SUPPLY --

-- AND THERE'S NOTHING YOU CAN DO THAT'LL HURT ME!

I FEAR HE MAY BE RIGHT, MY ALLIES!

WERE I HERE IN MY PHYSICAL FORM, PERHAPS I COULD BRING MORE POWER TO BEAR --

-- BUT AS IT IS, HIS DEFENSES DEFY EVEN MY BOLTS OF BEDEVILMENT!

IT'S AS IF HE'S POWERED BY AN ELEMENTAL FORCE OF NATURE ITSELF!

AND...

OSBORN CHEMICAL COMPANY

WHO'DA FIGURED IT? NOT ME, THAT'S FOR SURE!

SO, HIS NAME WAS LOWELL -- AND HE WORKED FOR OSBORN CHEMICAL ON SOMETHING CALLED PHOTOGENESIS!

THAT'S WHAT HE WAS DOING HERE, THIS MORNING!

DAVID LOWELL WAS THE MEEKEST, MILDEST GUY YOU EVER SAW!

YEAH -- TILL WINKLER GOT THE PROMOTION HE WAS COUNTIN' ON. HE WAS NUTS --

-- AN' WHEN OSBORN SHUT DOWN HIS PHOTOGENESIS PROJECT --/

DON'T REMIND ME!

I'D BETTER SWING OVER TO THE ADMINISTRATION WING -- SEE WHAT ELSE I CAN PICK UP!

THE SUBJECT IS ***CLOSED***, GENTLEMEN.

BUT NORMAN -- WHAT WAS HE ***WORKING*** ON? I UNDERSTAND IT TO BE SOME SORT OF ***SUPER-FERTILIZER*** --

-- USING SOLAR ABSORPTION TO SUPER-CHARGE THE GROWTH OF ***PLANTS!*** WHY CONFISCATE HIS ***RECORDS?*** WHY ***DESTROY*** THEM?

IT WAS A ***DEAD END***, JENSEN. I DON'T WANT THE REST OF THE R&D DEPARTMENT WASTING ANY ***TIME*** ON IT.

BUT -- IT MUST HAVE BEEN ***SOMETHING!*** AFTER ALL, HE ***INGESTED*** SOME OF HIS FORMULA WHEN SECURITY TRIED TO CONFISCATE HIS MATERIALS --

-- AND WHAT IT TURNED HIM ***INTO*** --!

I SAID THE SUBJECT WAS ***CLOSED***, CRENSHAW. NOW GET OUT -- ***ALL*** OF YOU!

SOUNDS LIKE I'VE LEARNED ALL I'M ***GOING*** TO -- NOT THAT IT ISN'T ***PLENTY!***

A ***SOLAR ABSORPTION FORMULA*** DESIGNED FOR PLANTS, ACTING ON A ***HUMAN*** -- HEY, WEIRDER THINGS ***HAVE*** HAPPENED!

NEXT STOP: LOWELL'S HOME! WELL, ***SECOND*** STOP -- FIRST I HAVE TO FIND A PHONE BOOTH THAT HASN'T BEEN VANDALIZED --

-- SO I CAN LOOK HIM UP IN THE ***PHONE BOOK!***

***AND, INSIDE...***

*HMPH* THOUGHT I HEARD SOMETHING AT THE ***WINDOW*** -- MUST HAVE BEEN A ***PIGEON!***

I SUPPOSE IT'S A GOOD THING THAT LOWELL ***BARGED*** IN HERE, SHOUTING ABOUT PROMOTIONS AND INSISTING I LOOK AT HIS ***WORK.***

IF HE ***HADN'T***, I'D NEVER HAVE NOTICED THE SIMILARITIES BETWEEN IT AND ***STROMM'S*** FORMULA --

-- THE ONE THAT TURNED ME INTO THE ***GREEN GOBLIN!***

AND IF ANY-ONE ***ELSE*** HAD SEEN IT, HAD REALIZED THE IMPLICATIONS -- THEY'D BE THAT MUCH CLOSER TO EXPOSING MY ***SECRET!***

AND AGAIN, MEANWHILE...

TORCH!

QUICKLY, Mr. FANTASTIC--*CATCH* HIM! SUNDOWN'S BLASTS ARE SO POWERFUL --

-- THEY'VE BLOWN HIS FLAME *CLEAN OUT!*

AND AT CITY HALL...

WE NEED HELP ON THIS -- FROM SOMEONE WHO'S AN EXPERT ON THE LATEST IN *ENERGY* AND *RADIATION* THEORIES!

HELLO? *HELLO?* IT'S URGENT THAT I SPEAK TO *Dr. ROBERT BRUCE BANNER* -- IMMEDIATELY!

AT THE OTHER END OF THE PHONE LINE, IN NEW MEXICO...

YOU -- YOU WANT TO SPEAK TO *BRUCE?*

BANNER? SOMEONE *ELSE* IS LOOKING FOR HIM, TOO? WHAT'S THAT MILKSOP DONE *NOW?*

Ah, I'M *SORRY* --

"-- BUT HE'S NOT IN AT THE MOMENT!"

AND, OUT TO SEA...

PFAH! ONCE AGAIN, IT SEEMS, THE SURFACEMEN ENGAGE IN THEIR *DESTRUCTIVE DEVILTRY!*

BUT IT IS OF NO CONCERN TO *NAMOR!* NOT UNLESS THEY PRESUME TO THREATEN *ATLANTIS* WITH THEIR FOOLISH GAMES --

-- AND IF THEY DO, *THEN* SHALL THEY FEEL THE WRATH OF THE *SUB-MARINER!*

NOTE: OKAY, OKAY, WE ADMIT IT! THIS WAS JUST AN EXCUSE TO GET THE HULK AND SUBBY INTO THIS ISH! BUT WE WON'T COMPLAIN IF YOU DON'T, MARVELITES!

BUT BACK TO BUSINESS! AT THE MOMENT, OUR WALLOPIN' WEB-SNAPPER IS CROUCHED OUTSIDE Dr. LOWELL'S APARTMENT --

-- OVERHEARING A TELLING CONVERSATION INDEED!

-- NOT SURPRISED AT ALL THAT HE WENT NUTS. HE'S BEEN A LOSER FOR YEARS. I ONLY MARRIED HIM 'CAUSE I THOUGHT HE HAD A FUTURE --

-- BUT HE WAS TOO MEEK TO EVER MAKE ANYTHING OF HIMSELF.

AND YOU SAY HE HAD PROBLEMS AT WORK, Mrs. LOWELL?

HE WAS UP FOR A PROMOTION -- A RAISE THAT'D GET US INTO A BETTER PLACE THAN THIS HOLE. BUT DID HE GO FOR IT? HAH!

IN THE END, I HAD TO THREATEN TO DIVORCE HIM BEFORE HE AGREED TO ASSERT HIMSELF --

-- AND NOW IT SOUNDS LIKE HE MESSED THAT UP, TOO. FIGURES.

GEEZ. THE PRESSURE HE MUST'VE BEEN UNDER -- GETTING PUSHED AROUND AT HOME, OVERLOOKED AT WORK --

-- AND THEN HAVING ALL HIS DREAMS CUT OFF AT ONCE -- HIS MARRIAGE, HIS PROMOTION, HIS PET PROJECT --!

AND I DIDN'T HELP HIM ANY.

IF I'D APPROACHED HIM LIKE A HUMAN BEING, INSTEAD OF TREATING HIM LIKE SOME GENERIC SUPER-VILLAIN --

SPIDER-MAN!

Huh? WHO?

I'M MARY KELLEHER, SPIDER-MAN -- I LIVE IN THE BUILDING, AN' I HELP Dr. LOWELL WITH HIS PLANTS.

IS IT TRUE, WHAT THEY'RE SAYING? IS HE IN SOME KIND OF TROUBLE?

I'M AFRAID SO, MARY. BUT IT'LL WORK OUT ALL --

YOU'VE GOT TO TAKE ME TO HIM! I'VE GOT TO TALK TO HIM -- I'VE JUST GOT TO!

Uh-uh. NOT A GOOD IDEA.

BUT --

IT'S TOO DANGEROUS FOR KIDS, MARY. YOU STAY HERE AND LET THE GROWN-UPS HANDLE IT.

BUT I'LL TELL YOU WHAT -- I'LL DO MY BEST TO MAKE SURE Dr. LOWELL'S OKAY -- AND THAT NOTHING BAD HAPPENS TO HIM.

IT'S THE LEAST I CAN DO -- AFTER HOW I TREATED HIM THIS MORNING. WHO KNOWS WHAT WOULD'VE HAPPENED IF I HADN'T ADDED TO HIS TROUBLES?

AND...

STAY BACK, ALL OF YOU -- OR I DESTROY THIS BUILDING, AND EVERYONE IN IT!

Oh, GREAT -- THE DAILY BUGLE BUILDING! SOMETHING TELLS ME THERE'S GOING TO BE A STERN EDITORIAL TOMORROW --

-- ABOUT US SUPER HEROES NOT ADEQUATELY PROTECTING THE CITY!

FIRST TIME I'VE HEARD YOU WORRY ABOUT JAMESON, TORCH. NICE TO KNOW I'M NOT HIS ONLY TARGET -- JUST HIS FAVORITE ONE!

HIYA, SPIDEY. HOW'S IT -- WOW!

I KNOW THEY SAY YOUR BEST FRIENDS WON'T TELL YOU -- BUT, GEEZ, SPIDEY, FORGET ABOUT DEODORANTS -- HAVE YOU CONSIDERED LYSOL?!

Oh, SHUT UP, TORCH.

WE'VE GOT A JOB TO DO -- OR DID YOU FORGET?

HERE'S AN IDEA, SPIDEY -- WHY DON'T YOU JUST SWING OVER TOWARD SUNDOWN?

ODDS ARE THE SMELL'LL MAKE HIM KEEL RIGHT OVER!

HAR DE HAR *HAR.* NEXT TIME THE THING USES YOU TO LIGHT ONE OF HIS *STOGIES,* TORCH -- I WANT A *FRONT-ROW SEAT!*

HEY! *REED RICHARDS!*

YOU'RE THE *BIG BRAIN* AROUND HERE -- MAYBE YOU CAN MAKE USE OF THIS. SUNDOWN'S POWERED BY A PROCESS CALLED *PHOTO-GENESIS* --

-- HE'S DRAWING POWER FROM THE *SUN!*

YES, SPIDER-MAN -- I'D DEDUCED AS MUCH.

BUT HE'S ABSORBING *AMBIENT LIGHT,* AS WELL, SO --

STILL, MAYBE WE CAN *CUT HIM OFF* -- KEEP HIM FROM GETTING EVEN MORE POWERFUL!

HEY, *THOR* --

THOU HAST SAID *ENOW,* IRON MAN. THE GOD OF THUNDER KNOWS WHAT MUST NEEDS BE *DONE* --

-- AND HE SHALL *DO* IT, WITH THE COMMAND OVER THE *STORM.* AND *LIGHTNING* THAT IS HIS, AND *HIS ALONE!*

CHURN, HEAVENS! *SWIRL,* CLOUDS --

-- AND DRAW THYSELF INTO A *CLOUDBANK* MOST THICK AND DARK -- A CLOUDBANK THAT WILL DENY YON VILLAIN ANY *GLIMPSE* OF --

*UHHHH!*

*IDIOTS!* YOU HAVE IGNORED MY *WARNINGS* -- DISMISSED MY *COMMANDS* -- AND YOU'VE DONE SO FOR THE *LAST TIME!*

I TOLD YOU PEOPLE WOULD DIE IF YOU DIDN'T LEAVE ME *ALONE* -- AND NOW, THEY *SHALL!*

I *FEARED* AS MUCH. EVEN IF THE STRATAGEM HAD BEEN *SUCCESSFUL,* HE'S GOT TOO MUCH *STORED POWER* BY NOW.

Uh, CAN'T YOU BUILD SOME SORT OF DOOHICKEY TO *DRAIN* IT OUT OF HIM?

IF I HAD THE TIME, SPIDER-MAN. BUT I THINK... THAT TIME HAS *RUN OUT...*

NO! I DON'T BELIEVE THAT/I WON'T!

Hey, SUNDOWN -- OVER HERE!

IF HE'D BEEN LEFT ALONE, LIKE HE WANTED, HE'D PROBABLY HAVE CALMED DOWN --

BUT WE PUSHED HIM, AND PUSHED HIM -- ASSUMING HE WAS A THREAT, JUST BECAUSE HE WAS FIGHTING BACK!

AND NOW, IT MAY HAVE GONE TOO FAR! NOW, EVEN IF WE BACK OFF -- HE'LL STILL STRIKE!

I CAN'T LET IT HAPPEN! GOT TO KEEP HIM OCCUPIED -- UNTIL SOMEONE THINKS OF SOMETHING!

SPIDER-MAN LEAPS, DODGES -- VAULTING, FLIPPING, AVOIDING DEATH BY INCHES FOR WHAT SEEMS LIKE HOURS --

-- BUT IN THE END --

SHEESH! HE LOOKS JUST AS POWERFUL -- AND JUST AS MAD -- AS EVER! BUT I'VE GOT TO BREAK THROUGH TO THE MAN UNDERNEATH -- GOT TO TRY!

Dr. LOWELL! Dr. DAVID LOWELL! LISTEN TO ME!

IT'S NOT TOO LATE -- THERE'S STILL A CHANCE TO SET THINGS RIGHT!

YOUR WIFE'S CONCERNED! YOUR EMPLOYERS WANT TO HELP! DON'T YOU WANT TO TALK THINGS OVER -- SEE IF WE CAN'T FIND A SOLUTION?

MY WIFE? MY EMPLOYERS? YOU LIE, SPIDER-MAN! AND FOR THAT -- YOU SHALL BE THE FIRST TO DIE!

WELL, IT WAS WORTH A TRY -- AND AT LEAST HE'S STILL FOCUSED ON ME! BUT HE SOUNDS EVEN MADDER -- IF THAT'S POSSIBLE!

BUT THEN, EVEN AS SPIDER-MAN TENSES, PREPARING TO DODGE...

Dr. LOWELL! Dr. LOWELL!

I BROUGHT THE *SPIDER-PLANT* -- LIKE I *PROMISED!* SEE?

*Eh?!*

ANOTHER *ATTACK* --*?!*

SKZAK

*AAH!*

M-MARY --?

Oh, NO -- MARY, YOUR *HAND!* Oh, MARY --

-- WHAT HAVE I *DONE?*

ah -- ahh --

I NEVER MEANT TO *HURT* YOU, MARY -- I'M SO SORRY, I --

PLEASE -- *PLEASE*, GET HER TO A HOSPITAL -- TO A *DOCTOR!*

PLEASE -- IF SHE *DIES* --

PUT THE CHILD IN *THOR'S* CARE, MAN OF MIDGARD.

I... KNOW A DOCTOR, A *SKILLED* ONE, TO WHOM I CAN BRING THE GIRL -- *INSTANTLY.*

*AND WITH A WHIRL OF THOR'S HAMMER, AND A RUSH OF WIND --*

*-- THE ASGARDIAN AVENGER IS GONE, WITH HIS PRECIOUS BURDEN --*

*-- LEAVING BEHIND AN AFTERMATH --*

*-- AND A MAN!*

I -- I DIDN'T *MEAN* IT... I DIDN'T MEAN *ANY* OF IT...

I *KNOW* YOU DIDN'T, DOC. I KNOW.

SOON...

DON'T WORRY. I WON'T.

THIS WAY, LOWELL, AND IF YOU TRY ANYTHING...

READ THE DAILY BUGLE

ON SALE HER

STREET'S *CRAWLING* WITH PHOTOGS -- JONAH'S PROBABLY NOT GOING TO WANT THESE PHOTOS, BUT I MIGHT AS WELL SNAP A FEW *ANYWAY*.

AWW, WHO AM I *KIDDING?* I JUST DON'T WANT TO LET GO OF THIS, BECAUSE I FEEL SO *CRUMMY* ABOUT IT.

HE'S THE ONE WHO WENT *BERSERK*, WHO CAUSED ALL THAT PROPERTY *DAMAGE*, WHO INJURED THE *GIRL* --

-- BUT IF WE HADN'T *PUSHED* HIM, IF WE'D THOUGHT OF HIM AS MORE THAN JUST A *THREAT* --

"-- WELL, IT JUST DOESN'T SEEM FAIR THAT *HE'S* THE ONLY ONE WHO ENDS UP *PAYING* FOR WHAT HAPPENED."

HE WAS *LASHING OUT*, PUSHED BEYOND ENDURANCE BY THE INDIGNITIES OF LIFE. AND NOW HE'S GOING TO *JAIL*.

AND WHAT KIND OF LIFE DOES HE HAVE TO LOOK FORWARD TO WHEN HE GETS OUT? WHAT'LL THINGS BE LIKE FOR HIM THEN?

YEAH, THE NEWS REPORTS ARE GOING TO CHALK THIS UP AS ANOTHER WIN FOR THE *SUPER HEROES* --

-- BUT SOMEHOW, I DON'T FEEL MUCH LIKE CELEBRATING...

WHAT DOES HAPPEN WHEN SUNDOWN GETS OUT OF JAIL?

FIND OUT -- IN AMAZING SPIDER-MAN '97! ON SALE IN JULY!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The Headsman

FIRST APPEARED IN...

UNTOLD TALES OF SPIDER-MAN #8 APR.

BEFORE NORMAN OSBORN BECAME THE GREEN GOBLIN, HE USED HIS ILLICITLY-GAINED TECHNOLOGY TO CREATE THE ***HEADSMAN***, A POWERFUL UNDERLING WHO COULD SOAR THROUGH THE SKIES ON HIS ***FLYING PLATFORM*** -- AND CLEAVE THROUGH ANYTHING WITH HIS ***ENERGY-AXE!***

THE HEADSMAN TANGLED WITH SPIDEY TWICE -- BEFORE AN ANGRY GREEN GOBLIN DESTROYED THE HEADSMAN'S HIGH-TECH GEAR! STILL, THE HEADSMAN MAY BE BACK -- THE ONLY QUESTION IS, WOULD HE BE GUNNING FOR SPIDEY... OR THE GOBLIN?!

ART BY
DARICK ROBERTSON
& JEROME MOORE

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# COMMANDA

FIRST APPEARED IN...

UNTOLD TALES OF SPIDER-MAN #10 JUN.

LADY CATHERINE D'ANTAN HAD IT ALL -- BRAINS, BEAUTY AND MONEY! BUT SHE GREW BORED WITH HER IDLE LIFE, AND SOUGHT OUT CHALLENGE -- BECOMING THE MOST ACCOMPLISHED JEWEL THIEF IN EUROPE, THANKS IN NO SMALL PART TO HER SOPHISTICATED BATTLE-ARMOR AND HER *"DRONES"* -- FLOATING ROBOTIC SERVITORS THAT OBEY HER EVERY COMMAND!

COMING TO ***NEW YORK*** IN SEARCH OF FURTHER CHALLENGE, COMMANDA TRIED HER WILES ON ***SPIDER-MAN*** -- ONLY TO BE OUTSMARTED! BUT SHE ESCAPED... AND COMMANDA'S ***NOT*** THE TYPE TO LET ANYONE GET AWAY WITH ***DEFEATING*** HER...

ART BY
TERRY DODSON
& GREG ADAMS

Dodson / Adams

# A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# THE EEL

FIRST APPEARED IN...

UNTOLD TALES OF SPIDER-MAN #11 JUL.

LEOPOLD STRYKE WAS THE HUMBLE CURATOR OF AN AQUARIUM -- UNTIL HE TURNED TO CRIME, AND USED HIS ELECTRONICS EXPERTISE TO CREATE THE SOPHISTICATED COSTUME HE WEARS AS THE ***EEL!*** COATED WITH A GREASE-LIKE SUBSTANCE, HE CAN WRIGGLE OUT OF VIRTUALLY ANY GRASP, AND HIS SUIT STORES ENOUGH ELECTRICITY TO JOLT A MAN UNCONSCIOUS -- OR EVEN ***KILL*** HIM!

THE EEL BATTLED SPIDEY IN PARTNERSHIP WITH ***ELECTRO*** -- AND FOUGHT NUMEROUS OTHER FOES AS WELL, UNTIL LOSING HIS LIFE AT THE HANDS OF THE GRIM ***GLADIATOR.*** A SECOND EEL HAS SINCE REPLACED HIM.

ART BY DICK AYERS AND ANDREW PEPOY '97

# A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# THE SCARLET BEETLE

FIRST APPEARED IN...

UNTOLD TALES OF SPIDER-MAN #12 AUG.

AN ORDINARY INSECT, CAUGHT IN A RADIATION EXPERIMENT, WAS MUTATED INTO THE HYPER-INTELLIGENT ***SCARLET BEETLE!*** STEALING DR. HENRY PYM'S GROWTH-GAS, HE ENLARGED HIMSELF, AND SET OUT TO CONQUER THE WORLD AT THE HEAD OF AN INSECT ARMY!

WHEN HE FOUGHT SPIDEY, HE'D LOST HIS INTELLIGENCE -- AND GROWN FURTHER, TO ENORMOUS SIZE! BUT SPIDEY MANAGED TO SHRINK HIM DOWN TO NORMAL -- AND HE LOST HIMSELF IN THE CITY'S INSECT POPULATION! WILL HE RETURN TO FACE SPIDER-MAN ANEW? HEY, IF THE ***KANGAROO*** CAN COME BACK...

ART BY NEIL VOKES

# A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

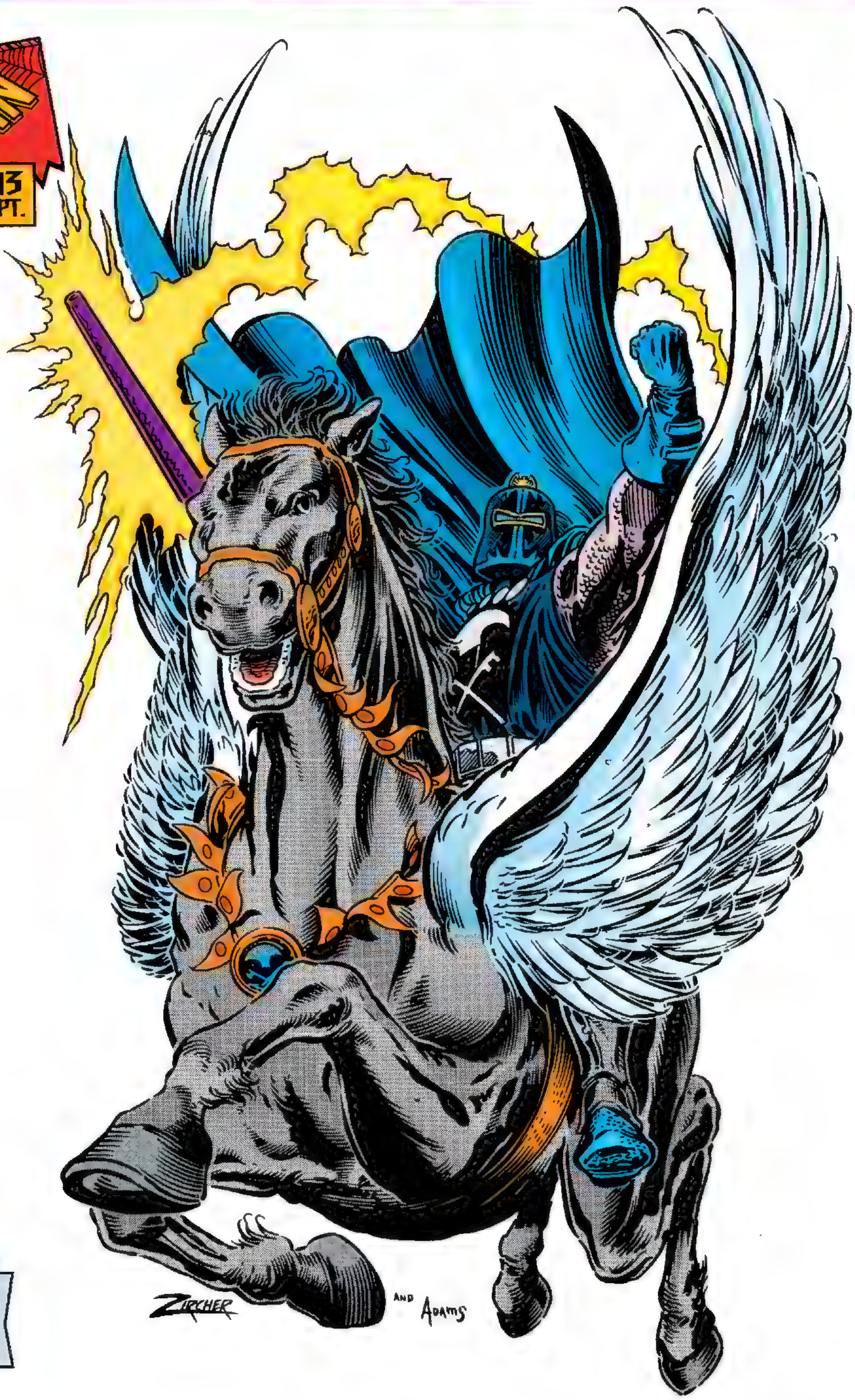
# the Black Knight

**FIRST APPEARED IN...**

UNTOLD TALES OF SPIDER-MAN #13 SEPT.

PROFESSOR NATHAN GARRETT WAS CAUGHT SELLING U.S. SECRETS TO FOREIGN POWERS BY ***GIANT-MAN*** -- AND FLED THE COUNTRY! INTENT ON REVENGE, HE CREATED HIS AMAZING FLYING STEED, AND THE ARSENAL OF POWERFUL WEAPONRY HE WIELDS AS THE ***BLACK KNIGHT!***

HE BATTLED SPIDER-MAN WHILE AUDITIONING FOR A PLACE IN BARON ZEMO'S DREAD ***MASTERS OF EVIL*** -- AND IN DOING SO, WAS PARTIALLY RESPONSIBLE FOR THE DEATH OF SPIDER-MAN'S FRIEND, ***SALLY AVRIL!***




ART BY
PATRICK ZIRCHER
& GREG ADAMS

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# GORDON "THE TERRIER" SAVINSKI

FIRST APPEARED IN...

GORDON SAVINSKI BEFRIENDED ***BETTY BRANT*** AND HER FAMILY -- ONLY TO DRAW HER BROTHER ***BENNETT*** INTO A WORLD OF GAMBLING, HOODLUMS AND LOAN SHARKS. AND WHEN HIS AND BENNETT'S DEBTS GOT TOO HIGH TO PAY, HE VANISHED, LEAVING BENNETT TO TAKE THE BLAME... AND ULTIMATELY, TO LOSE HIS LIFE!

AND THEN GORDON RETURNED, HIS STRENGTH BOOSTED BY EXPERIMENTAL TREATMENTS, INTENT ON USING BETTY TO HELP THE MOB TAKE CONTROL OF THE ***DAILY BUGLE***. THANKS TO SPIDEY, GORDON WENT TO JAIL -- BUT WHO KNOWS WHAT DEVILTRY HE HAS PLANNED FOR WHEN HE'S FREE ONCE MORE?

ART BY
PAT OLLIFFE

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# THE RADIOACTIVE MAN

FIRST APPEARED IN...

UNTOLD TALES OF SPIDER-MAN #76 DEC.

DR. CHEN LU, A BRILLIANT CHINESE SCIENTIST, PERFECTED A MEANS OF HARNESSING NUCLEAR ENERGY TO GIVE A HUMAN BEING PRODIGIOUS STRENGTH AND ENERGY—POWERS -- AND BECAME THE ***RADIOACTIVE MAN,*** BATTLING ***THOR,*** THE ***AVENGERS,*** AND THE EVER-AMAZING ***SPIDER-MAN!***

SPIDER-MAN ACTUALLY SAVED THE RADIOACTIVE MAN'S LIFE, DAMPING A CHAIN REACTION THAT WOULD HAVE CAUSED THE VILLAIN TO REACH CRITICAL MASS AND EXPLODE! BUT DO YOU THINK THE RADIOACTIVE MAN'S GRATEFUL? SOMEHOW, WE DON'T THINK SO...!

ART BY
STUART IMMONEN
& CAM SMITH

Stan Lee PRESENTS

# Petey

the ADVENTURES of

## PETER PARKER LONG BEFORE HE BECAME SPIDER-MAN

in "The Devil and Mrs. Parker"

BY FRED HEMBECK 1997

--are you quite certain you UNDERSTAND the DOSAGE of this NEW medicine Dr. Blake prescribed for you, Mrs. Parker?

Yes, nurse, I most surely d--

THISH is what's GOOD for what AILS ya!

I'd recommend it to ALL my patients--

--OOO?--

DOCTOR DONALD BLAKE

--IF I had any =hic= patients LEFT!!

SLAM

My APOLOGIES. It's TRAGIC, really. The man was a BRILLIANT surgeon--UNTIL his AUTO ACCIDENT.

SINCE then--

Well, sometimes I think someone would have to CAST A SPELL over DR. STRANGE to bring him back to realit--

HEY!

Mrs. Parker, you shouldn't have POPPED those pills like that. Your body hasn't had a chance to ACCLIMATE itself to the NEW medication and it could leave you DIZZY and DISORIENTATED. I hope you're NOT driving?--

DON'T worry, Mrs. Foster--

... I've arranged for my nephew PETEY to meet me outside your building at precisely 1:30, and the dear boy is NEVER late!

1.

I'M GONNA BE LATE!?!

--and it's all YOUR FAULT, Flash!

Hey, I'm just TRYING to give you a BREAK, Parker...

I checked with my Uncle Ben. CAPTAIN AMERICA'S SENTINELS of LIBERTY was SUSPENDED years ago, so YOU couldn't possibly be a chapter president out RECRUITING new members--

Look, if you wanna believe your UNCLE INSTEAD of ME, fine..

--AND collecting ENTRANCE FEES!!

This is ONE time you're NOT bullying me out of my money, Thompson..

..but I DID miss my bus. SATISFIED?

It'll have to do.

Luckily, Aunt May's doctor is CLOSE BY. He's ONLY 37 blocks from here!

And Liz..?

-- you look SILLY in that outfit. NOBODY remembers WHO "GOLDEN GIRL" was anyway...

2.

..heh...

Captain America's so-called "LOST PARTNER" is gonna be remembered as a MURDERER unless she gets the ice cream soda PROMISED her-- PRONTO!!

Now Liz,..heh..you know IF I had the money, OF COURSE I'd --Liz? LIZ?!?..oh geez...

Meanwhile, downtown...

..think I'll take a **BREAK** from the books and get some **FRESH AIR**...

Sure son. Your old man'll keep **TRAINING** while you go out and **PLAY IN TRAFFIC.**

Huh?

y'know, maybe **CHASE** an **AMBULANCE** or two?

Aw dad, you **KNOW** that's **NOT** the type of **LAWYER** I want to be.

Just kidding you, kiddo.

Go on-- maybe you can find some **LITTLE OLD LADY** you can **HELP** across the street!

Gee..

..and me **WITHOUT** my Boy Scout uniform.

GYM

MEDICAL BUILDING

1993

I'm **SURPRISED** Petey's **NOT** here. Oh well, the **WALK** will do me **GOOD**...

OOOOOFF!!

GOOD-NESS!

I'm **TERRIBLY SORRY**, ma'am--are you **ALL RIGHT?**

No harm done, sonny. I'll be **FINE.**

The way she's **WOBBLING** and **WEAVING** doesn't look so **FINE** to **ME**...

WATCH OUT, LADY!

I'd better keep an **EYE** on the situation...

Oh my! I do believe I have the **VAPORS!?!..**

And, just **BLOCKS** away...

Hold on, Aunt May..

..I'm puff puff COMING!

But--

**OMIGOSH!**

**THAT TRUCK!!**

AJAX ATOMIC LABS

123G912

It's **BARRELING** toward the **INTERSECTION** where that old woman's heading!!

AJAX ATOMIC LABS RADIOACTIVE MATERIAL

DANGEROUS

Huh?

**LADY!**

AUNT MAY! **WATCH OUT!!**

Petey! **THERE** you are!

My word-- what's **THIS??**

**POOF!!**

Begging your pardon, ma'am, but your walking seemed **ERRATIC**-- I wanted to **SHOVE** you from the path of that **ONCOMING TRUCK**.

You mean **THAT** one?

--the one **STOPPED** at the **RED LIGHT?..**

uh..

WHAT are you-- BLIND?!

I'm sorry. I just...

HEY LOOK!

You could've really **HURT** my aunt pulling a crazy **DAREDEVIL** stunt like that!!

Now, Petey, he **MEANT** well...

**HAH!** Will you listen to **THAT?!**

**MATT MURDOCK**, junior bookworm, being read the riot act by one of his own kind!

No, **NOT** Murdock. Didn't you **HEAR** four eyes?

**HUH?**

**"DAREDEVIL"!!**

**THAT'S** what we're gonna call you from now on, Red!!

I--I'Z...

**HAH!**

Wait'll the **REST** of the gang hears about **THIS!!**

**DAREDEVIL!!** Man, Murdock'll **NEVER** live **THIS** down!

... I have to **GO** now. I have **STUDYING** to do. I'm sure your nephew will see you **SAFELY** home, ma'am...

Thank you, young man. I **APPRECIATE** your concern.

..y'know, Aunt May, I always kinda figured there were **OTHER FLASH THOMPSONS** in this world...

...I just **DIDN'T** expect to find out that there's a **LITTLE** Flash Thompson in **ALL** of us...

**CLASS DISMISSED!**

# UNTOLD TALES YOU'LL NEVER SEE!

UNTOLD SERIES
NO. 332 OCT. 99¢

MARVEL COMICS GROUP

APPROVED BY THE COMIC CRAFT AUTHORITY

## Spidey's Gals Gwen and Mary Jane

WHAT'S A RED-BLOODED ALL-AMERICAN TEEN TO DO WHEN HE'S GOT TWO DATES FOR THE PROM...

...AND MAD DOCTOR OCTOPUS COMES A'CALLING?!

BROOKS BROS.

Hmph, MARY JANE! BOYS ARE ALL ALIKE!

I AGREE, GWEN! BOYS ARE ALL I LIKE, TOO!

ART BY DAN DeCARLO & JOE SINNOTT

# UNTOLD TALES YOU'LL NEVER SEE!

MAR-VEL

SEPT.-NOV.

Still 99¢

APPROVED BY THE COMIC CRAFT AUTHORITY

Stan & Steve's

# UNCLE JONAH

DAILY BUGLE: SPIDER-DUCK: THREAT OR MALLARD?

DAILY BUGLE: WHO IS THE VENOM BLOT?

DAILY BUGLE: MYSTERIO DESPERI STRIKES AGAIN!

DAILY BUGLE: MENAGERIE OF MENACE IS BACK!

CIRCULATION GAUGE
10,000,000
9,000,000
8,000,000

DAILY BUGLE: ANTHOG ON CRIME SPREE

WHEN UNCLE JONAH'S FABULOUS NEWSPAPER BIN IS INVADED BY THE TERRIBLE, TERRIBLE BUGLE BOYS...

...WILL THE RICHEST DUCK IN YORKBURG BECOME...

"ONLY A POOR OLD DUCK?!"

ART BY DON ROSA

# UNTOLD TALES YOU'LL NEVER SEE!

SPIDER-MAN MC MARVEL COMICS

SEPT-OCT 99¢

APPROVED BY THE COMIC CRAFT AUTHORITY

## SPIDER-MAN'S PAL FLASH THOMPSON

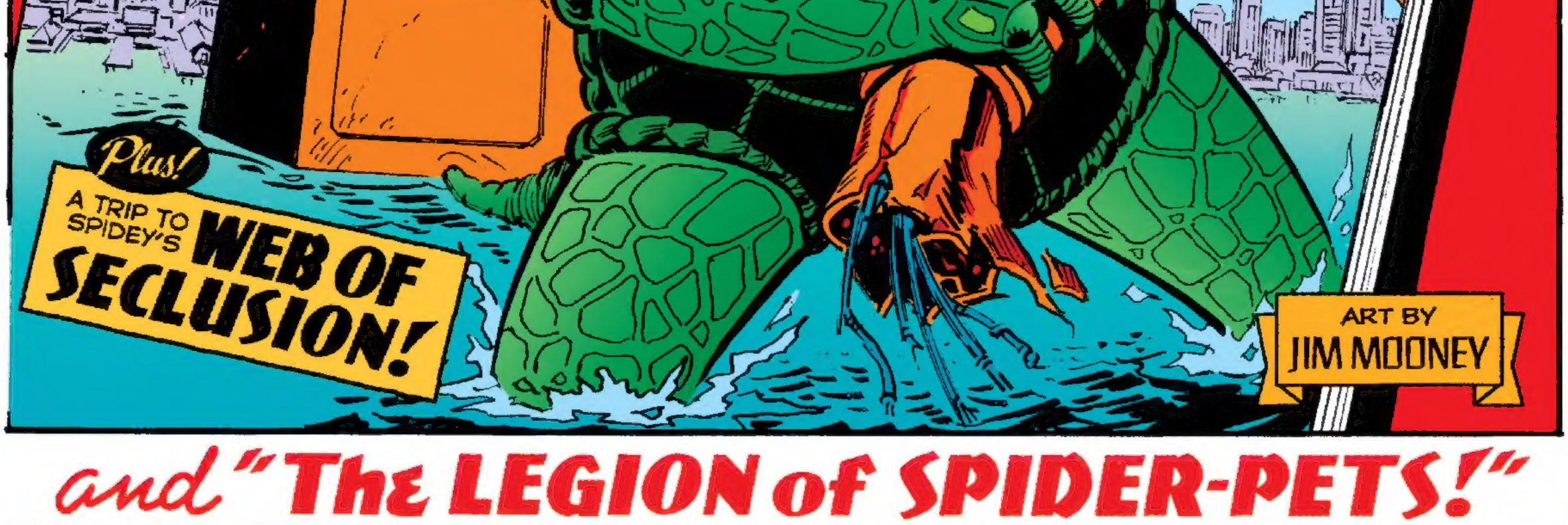
WIGGLIN' WEBS! THOSE STRANGE ALIEN RAYS TURNED MY PAL FLASH INTO A *GIANT TURTLE THOMPSON!*

STAY BACK, SPIDER-MAN! EVEN THOUGH I'M YOUR *BEST PAL,* NOW THAT I'VE BECOME A *GIANT TURTLE BOY,* I FEEL COMPELLED TO ~~CHOKE~~ *KILL YOU!*

*Plus!* A TRIP TO SPIDEY'S **WEB OF SECLUSION!**

ART BY JIM MOONEY

## *and* "THE LEGION of SPIDER-PETS!"




*A THWIPP OF THE HAT TO ROGER STERN FOR THE L.O.S.P., AND TO RICHARD HOWELL FOR AIDING AND ABETTING.*

Shadowcat